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(Stock Exchange Code 6641)
June 3, 2016

To Shareholders with Voting Rights:

Hideaki Obata
President
Nissin Electric Co., Ltd.
47, Umezu-Takase-cho, Ukyo-ku, Kyoto,
Japan

**NOTICE OF
THE 158TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 158th Annual General Meeting of Shareholders of Nissin Electric Co., Ltd. (the "Company".) The meeting will be held for the purposes as described below.

(When you attend this Annual General Meeting of Shareholders, please submit the enclosed "Voting Rights Exercise Form" to the reception desk of the General Meeting of Shareholders.)

If you are unable to attend the meeting, you can exercise your voting rights by methods described on the following page, either by 4 (1) "Mailing the Voting Rights Exercise Form" or (2) "Via the Internet, etc." Please review the attached "Reference Documents for the Annual General Meeting of Shareholders" (pages 3 through 10,) and exercise your voting rights by "4:50 p.m. on Tuesday, June 21, 2016, Japan time."

1. **Date and Time:** Wednesday, June 22, 2016 at 10:00 a.m., Japan time
2. **Place:** Main conference room at the Head Office and Plant located at 47, Umezu-Takase-cho, Ukyo-ku, Kyoto, Japan
3. **Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 158th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 158th Fiscal Year (April 1, 2015 - March 31, 2016)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Two (2) Directors
 - Proposal 3:** Election of Four (4) Auditors

4. Exercise of Voting Rights in case you are unable to attend this Annual General Meeting of Shareholders

(1) Exercising by “Mailing the Voting Rights Exercise Form”

Please indicate your vote for or against the proposals on the enclosed “Voting Rights Exercise Form” and return it so that it is received by 4:50 p.m. on Tuesday, June 21, 2016, Japan time.

(2) Exercising “Via the Internet, etc.”

If you exercise the voting rights via the Internet, etc., please review the “Guide to exercise the voting rights via the Internet, etc.” described from pages 47 through 48 (Japanese only) in this “Notice of the Annual General Meeting of Shareholders,” and exercise the voting rights by 4:50 p.m. on Tuesday, June 21, 2016, Japan time.

5. Disclosure via the Internet

The following items (1) through (3) are posted on the Company’s website (<http://nissin.jp>) in accordance with laws and regulations and Article 18 of the Articles of Incorporation of the Company. Accordingly, they are not included in this “Notice of the Annual General Meeting of Shareholders.”

(1) “Basic Policy concerning Establishment of Internal Control System of the Company in accordance with the Companies Act and outline of the Status of its Operation” in the Business Report

(2) Notes to Consolidated Financial Statements

(3) Notes to Non-consolidated Financial Statements

Item (1) above, as part of the Business Report, has been audited by Auditors when they prepared their Audit Report.

Items (2) and (3) above, as part of the consolidated and non-consolidated financial statements, have been audited by the Auditors and Accounting Auditor when they prepared their Audit Reports.

6. Method of Notice in case of Revisions

Should the documents provided in this “Notice of the Annual General Meeting of Shareholders” (the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements) and the “Reference Documents for the General Meeting of Shareholders” require revisions by the day before the date of this Annual General Meeting of Shareholders, such notice will be posted on the Company’s website (<http://nissin.jp>) or by mailing.

Should the items (1) through (3) of “5. Disclosure via the Internet” above require revisions by the day before the date of this Annual General Meeting of Shareholders, such notice will be posted on the Company’s website (<http://nissin.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

With regard to appropriation of surplus, based on the business results of the Corporate Group (consolidated) including 12,140 million yen of ordinary income and 8,525 million yen of profit attributable to owners of parent, and the business results of the Company including 8,332 million yen of ordinary income and 6,418 million yen of net income which are described on pages 10 through 11 (in the “Business Report” (Japanese only),) as well as comprehensive consideration over future business environment and business forecast, in addition to dividend pay-out ratio and internal reserve standard on the basis to maintain stable dividends, we hereby propose as below the year-end dividend of 11 yen per share (an increase of 4 yen year-on-year.)

Accordingly, the total annual dividend for the 158th Fiscal Year including the interim dividend (7 yen per share) will be 18 yen per share (an increase of 5 yen year-on-year.)

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets to each shareholder at the end of the 158th Fiscal Year and the total amount thereof

11 yen per share of the Company’s common stock
(Ordinary dividend)

Total amount 1,175,622,668 yen

(3) Effective date of distribution of surplus

Thursday, June 23, 2016

Proposal 2: Election of Two (2) Directors

Mr. Yoshikazu Amano, Chairman of the Board, passed away on April 9, 2016 and retired as Director of the Company. In addition, Mr. Kazumasa Ishida, Senior Managing Director, will retire as Director by resignation during his term of office at the conclusion of this Annual General Meeting of Shareholders. Accordingly, it is proposed to appoint two (2) Directors.

The two (2) candidates for Directors are as follows. Both of them are new candidates for the Company's Directors.

Ms. Sachiko Hirabayashi, candidate No. 2, is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. When this proposal is approved, the number of Outside Directors of the Company will be increased by one (1) to two (2).

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's shares owned
1	Shigeo Saito (March 19, 1955)	<p>April 1979 Joined Sumitomo Electric Industries, Ltd.</p> <p>June 2008 General Manager of Electronic Wire Division, Sumitomo Electric Industries, Ltd., President of Sumitomo (SEI) Electronic Wire, Inc.</p> <p>June 2009 Same as above, President of Sumitomo Electric Flat Components, Inc.</p> <p>June 2010 Executive Officer of Sumitomo Electric Industries, Ltd., same as above</p> <p>June 2011 Same as above, Deputy General Manager of Electronics Business Unit, Sumitomo Electric Industries, Ltd.</p> <p>April 2012 Executive Officer, Deputy General Manager of Electronics Business Unit, General Manager of Electronic Wire Division, Sumitomo Electric Industries, Ltd., President of Sumitomo (SEI) Electronic Wire, Inc.</p> <p>April 2013 Managing Executive Officer, General Manager of Electronic Wire & Polymer Business Unit, General Manager of Fine Polymer Division, Sumitomo Electric Industries, Ltd., President of Sumitomo Electric Fine Polymer, Inc.</p> <p>June 2014 Managing Director, General Manager of Electronic Wire & Polymer Business Unit, General Manager of Fine Polymer Division, Sumitomo Electric Industries, Ltd., President of Sumitomo Electric Fine Polymer, Inc.</p> <p>January 2015 Managing Director, General Manager of Electronic Wire & Polymer Business Unit, Sumitomo Electric Industries, Ltd. to present</p>	5,000
<p>[Significant concurrent position] Managing Director of Sumitomo Electric Industries, Ltd. (in office from June 2014 to present. He is scheduled to retire due to the expiration of his term of office at the conclusion of the Ordinary General Meeting of Shareholders of the company to be held on June 24, 2016.)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Shigeo Saito has worked for many years at Sumitomo Electric Industries, Ltd. in Electronic Wire and Polymer related businesses, in line with our Group's business. He has served as a manager of the business and has abundant knowledge and experience of this business. In addition, he has served as a Managing Director at Sumitomo Electric Industries, Ltd. since June 2014 and has deep knowledge and experience as an executive. For these reasons, we nominate him as a candidate for Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's shares owned
2	Sachiko Hirabayashi (September 19, 1948)	<p>April 1971 Joined Kyoto Chuo Shinkin Bank</p> <p>March 1988 Manager of Public Relations Division, Information Development Office, Kyoto Chuo Shinkin Bank</p> <p>April 1991 Deputy Manager of Information Development Office, Kyoto Chuo Shinkin Bank</p> <p>February 1995 Chief Secretary of Kyoto Chuo Shinkin Bank</p> <p>June 1998 Director of Kyoto Chuo Shinkin Bank</p> <p>July 2002 Managing Director of Kyoto Chuo Shinkin Bank</p> <p>May 2008 Senior Executive Director of Kyoto Chuo Shinkin Bank</p> <p>October 2013 Senior Executive Director of Kyoto Chuo Shinkin Bank, Member of the Kyoto Prefecture Public Safety Commission</p> <p>June 2014 Vice President of Kyoto Chuo Shinkin Bank, Member of the Kyoto Prefecture Public Safety Commission to present</p>	0
		<p>[Significant concurrent positions]</p> <p>Vice President of Kyoto Chuo Shinkin Bank (in office from June 2014 to present)</p> <p>Member of the Kyoto Prefecture Public Safety Commission (in office from October 2013 to present)</p> <p>[Reasons for nomination as a candidate for Director (Outside Director)]</p> <p>Since entering Kyoto Chuo Shinkin Bank in April 1971, Ms. Sachiko Hirabayashi has been the driving force for an increase in female managers and has served as Manager of Public Relations Division, Deputy Manager of Information Development Office, Chief Secretary, Director, Managing Director and Senior Executive Director, and currently serves as Vice President. She has wide knowledge and experience of management, finance and accounting. For these reasons, we nominate her as a candidate for Director (Outside Director) of the Company.</p>	

(Notes)

1. Regarding Mr. Shigeo Saito, candidate No. 1, the Company sells substation equipment to Sumitomo Electric Industries, Ltd. and purchases power cables from the company as major transactions with the company. The transaction amount is insignificant.
2. Additional information about Ms. Sachiko Hirabayashi, candidate No. 2, is as follows:
 - (1) The Company makes deposits at Kyoto Chuo Shinkin Bank where she serves as Vice President, as one of the financial institutions for the Company's deposits, at normal deposit terms. The Company has no borrowings from the Bank. The Bank holds 140,000 shares in the Company. However, its stockholding ratio to the total outstanding shares in the Company (excluding the Company's treasury stock) is insignificant (0.13%.)
 - (2) Subject to approval of Ms. Hirabayashi's election as Director in this proposal and in case she assumes office as Outside Director of the Company, the Company will enter into a liability limitation agreement with her in accordance with Article 427, Paragraph 1 of the Companies Act. In such case, the maximum amount of liability based on such agreement shall be the minimum amount of liability as defined by laws and regulations.
 - (3) Subject to approval of Ms. Hirabayashi's election as Director in this proposal and in case she assumes office as Outside Director of the Company, she will serve as an Independent Officer to be secured for protection of general shareholders pursuant to Article 436-2 of Securities Listing Regulations of Tokyo Stock Exchange, Inc.

Proposal 3: Election of Four (4) Auditors

Out of the five (5) Auditors, the four (4) Auditors, Messrs. Satoru Nakahori, Michio Inada, Mamoru Morita and Hitoshi Tanaka will retire as Auditors of the Company due to expiration of their terms of office at the conclusion of this Annual General Meeting of Shareholders. Accordingly, in order to maintain a structure consisting of five (5) members of Auditors (two (2) Standing and three (3) Outside Auditors,) it is proposed to appoint four (4) Auditors.

The candidates for Auditors are as follows. All of them are currently serving as Auditors of the Company.

Messrs. Mamoru Morita and Hitoshi Tanaka are candidates for Outside Auditors of the Company pursuant to Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act, and consent from the Board of Auditors has been obtained in advance to this proposal.

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of the Company's shares owned
1	Satoru Nakahori (April 24, 1950)	<p>April 1975 Joined Sumitomo Electric Industries, Ltd.</p> <p>July 2003 General Manager of Finance Department, Sumitomo Electric Industries, Ltd.</p> <p>August 2005 Senior General Manager, General Manager of Financial & Accounting Department, the Company</p> <p>June 2006 Executive Officer, General Manager of Financial & Accounting Department of the Company</p> <p>June 2007 Managing Director, Managing Executive Officer, General Manager of Financial & Accounting Department of the Company</p> <p>June 2008 Managing Director of the Company</p> <p>June 2011 Representative Director & Senior Managing Director of the Company</p> <p>June 2012 Representative Director & Senior Managing Director, Senior Managing Executive Officer, General Manager of Beam and Vacuum Technology Division of the Company</p> <p>June 2013 Auditor (Standing) of the Company to present</p>	45,800
<p>[Reasons for nomination as a candidate for Auditor] Mr. Satoru Nakahori has served as a Director in charge of Financial & Accounting Department and General Manager of Financial & Accounting Department for many years at the Company and has extensive knowledge of finance and accounting. He has also served as Representative Director & Senior Managing Director for approximately two years from June 2011. For these reasons, the Company believes that he will properly carry out audits on the execution of duties of Directors and other matters, and therefore nominate him as a candidate for Auditor of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of the Company's shares owned
2	Michio Inada (March 17, 1951)	<p>April 1974 Joined the Company</p> <p>May 2000 General Manager of Human Resources Department of the Company</p> <p>October 2002 General Manager of Corporate Administration & Human Resources Department of the Company</p> <p>June 2003 General Manager of Customer Service Center of the Company</p> <p>May 2004 General Manager of Global Business Unit of the Company, Chairman of the Board and President of Nissin Electric Wuxi Co., Ltd.</p> <p>June 2007 Executive Officer of the Company, same as above</p> <p>November 2007 Same as above, Chairman of the Board of Nissin Electric (Wuxi) Co., Ltd.</p> <p>June 2010 Managing Director, Managing Executive Officer, General Manager of Global Business Unit of the Company, Chairman of the Board of Nissin Electric (Wuxi) Co., Ltd., Chairman of the Board of Nissin Electric Wuxi Co., Ltd.</p> <p>June 2011 Managing Director of the Company</p> <p>May 2012 Managing Director, Managing Executive Officer of the Company</p> <p>April 2013 Managing Director of the Company</p> <p>June 2014 Auditor (Standing) of the Company</p> <p>to present</p>	10,000
<p>[Reasons for nomination as a candidate for Auditor]</p> <p>Mr. Michio Inada has been in charge of various departments in the Company, including General Manager of Corporate Administration & Human Resources Department and General Manager of Global Business Unit. He has also served as Chairman of the Board of the Company's subsidiaries in China, Nissin Electric (Wuxi) Co., Ltd. and Nissin Electric Wuxi Co., Ltd., as well as Managing Director of the Company. He has abundant experience and thorough knowledge of our Group's business. For these reasons, the Company believes that he will properly carry out audits on the execution of duties of Directors and other matters, and therefore nominate him as a candidate for Auditor of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of the Company's shares owned
3	Mamoru Morita (November 27, 1944)	<p>April 1967 Joined Ministry of Finance (current Ministry of Finance Japan)</p> <p>June 1972 Chief of Seki Tax office, Nagoya Regional Taxation Bureau</p> <p>June 1986 Counselor of Taxation Bureau, Ministry of Finance</p> <p>June 1987 General Manager of Finance Division, Economic Planning Agency (current Cabinet Office, Government of Japan)</p> <p>June 1990 General Manager of Human Resources Division, National Tax Agency</p> <p>June 1992 Chief of Kantoshinetsu Regional Taxation Bureau, Ministry of Finance</p> <p>June 1996 Director General of Equity Bureau, National Personnel Authority</p> <p>June 1997 Director General of Recruitment Bureau, National Personnel Authority</p> <p>June 1999 Executive Director of Federation of National Public Service Personnel Mutual Aid Associations</p> <p>June 2003 Director of Commemorative organization for the Japan World Exposition '70</p> <p>October 2005 Vice President of Fukujuen Co., Ltd.</p> <p>June 2006 Auditor (Outside Auditor) of the Company, Vice President of Fukujuen CO., LTD.</p> <p>November 2007 Auditor (Outside Auditor) of the Company, Vice President of Fukujuen CO., LTD., President of UJI noTSUYU SEICHA CO., LTD</p> <p>August 2009 Auditor (Outside Auditor) of the Company, Advisor of Fukujuen CO., LTD.</p> <p>August 2010 Auditor (Outside Auditor) of the Company to present</p>	0
<p>[Reasons for nomination as a candidate for Auditor (Outside Auditor)]</p> <p>Mr. Mamoru Morita, after serving in important posts at the Ministry of Finance (current Ministry of Finance Japan,) has obtained company executive experience serving as Vice President at Fukujuen CO., LTD. and President of its subsidiary, UJI noTSUYU SEICHA CO., LTD. He has extensive knowledge of finance and accounting and abundant experience in corporate management. The Company believes that he will properly carry out audits on the execution of duties of Directors and other matters by using his knowledge and experience. For these reasons, we nominate him as a candidate for Auditor (Outside Auditor) of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of the Company's shares owned
4	Hitoshi Tanaka (May 7, 1952)	<p>April 1979 Registered as attorney, joined Yoneda Joint Law Office (current Yodoyabashi & Yamagami Legal Professional Corporation)</p> <p>April 2003 Attorney of Yodoyabashi & Yamagami Legal Professional Corporation, Vice Chairman of Osaka Bar Association, Director of Kinki Federation of Bar Associations</p> <p>March 2004 Attorney of Yodoyabashi & Yamagami Legal Professional Corporation</p> <p>April 2005 Same as above, Representative of Japan Federation of Bar Associations</p> <p>March 2006 Attorney of Yodoyabashi & Yamagami Legal Professional Corporation</p> <p>June 2008 Same as above, Auditor (Outside Auditor) of HISAKA WORKS, LTD.</p> <p>June 2013 Same as above, Auditor (Outside Auditor) of Tayca Corporation</p> <p>June 2014 Auditor (Outside Auditor) of the Company, Attorney of Yodoyabashi & Yamagami Legal Professional Corporation, Director (Outside Director) of Tayca Corporation, Auditor (Outside Auditor) of HISAKA WORKS, LTD. to present</p>	0
<p>[Significant concurrent positions]</p> <p>Attorney of Yodoyabashi & Yamagami Legal Professional Corporation (in office from April 1979 to present)</p> <p>Director (Outside Director) of Tayca Corporation (in office from June 2014 to present)</p> <p>Auditor (Outside Auditor) of HISAKA WORKS, LTD. (in office from June 2008 to present. He is scheduled to retire due to the expiration of his term of office at the conclusion of the Ordinary General Meeting of Shareholders of the company to be held on June 29, 2016.)</p> <p>[Reasons for nomination as a candidate for Auditor (Outside Auditor)]</p> <p>Mr. Hitoshi Tanaka, since registering as an attorney in April 1979, has worked on various cases as an attorney specializing in corporate law and civil and commercial cases. He also has abundant knowledge and experience serving in important posts, such as Vice Chairman of Osaka Bar Association and Outside Director and Outside Auditor at companies. Although he has not engaged in company management outside of the roles of Outside Director and Outside Auditor, the Company believes that he will properly carry out audits on the execution of duties of Directors and other matters by using his professional and abundant knowledge and experience from the legal perspective. For these reasons, we nominate him as a candidate for Auditor (Outside Auditor) of the Company.</p>			

(Notes)

1. There is no special interest between the Company and the three candidates: Mr. Satoru Nakahori, candidate No. 1, Mr. Michio Inada, candidate No. 2, and Mr. Mamoru Morita, candidate No. 3. The Company has entered into an advisory agreement and an agreement on contracted external contact service for the Company's Help Line Desk (the whistle-blowing system) with Yodoyabashi & Yamagami Legal Professional Corporation where Mr. Hitoshi Tanaka, candidate No. 4, belongs as an attorney. However, the consideration for such services is insignificant, and he is not involved in the services for the Company and the above contact service on behalf of the Legal Professional Corporation.
2. Mr. Mamoru Morita, candidate No. 3, has served as an Auditor (Outside Auditor) of the Company for approximately ten years from the conclusion of the Company's 148th Annual General Meeting of Shareholders (June 28, 2006) when he assumed office as Outside Auditor to the conclusion of this Annual General Meeting of Shareholders. In addition, Mr. Hitoshi Tanaka has served as an Auditor (Outside Auditor) of the Company for approximately two years from the conclusion of the Company's 156th Annual General Meeting of Shareholders (June 24, 2014) when he assumed office as Outside Auditor to the conclusion of this Annual General Meeting of Shareholders.
3. The Company has entered into a liability limitation agreement with Mr. Mamoru Morita, candidate No. 3, and Mr. Hitoshi Tanaka, candidate No. 4, in accordance with Article 427, Paragraph 1 of the Companies Act. Subject to approval of their election as Auditors in this proposal and in case they assume office as Outside Auditors of the Company, the Company will continue to conclude such agreement with them, and the maximum amount of liability based on such agreement shall be the minimum amount of liability as defined by laws and regulations.
4. Mr. Mamoru Morita, candidate No. 3, and Mr. Hitoshi Tanaka, candidate No. 4, are Independent Auditors to be secured for protection of general shareholders pursuant to Article 436-2 of Securities Listing Regulations of Tokyo Stock Exchange, Inc. Subject to approval of their election as Auditors in this proposal and in case they assume office as Outside Auditors of the Company, they will continue to serve as Independent Auditors.